

I PREAMBLE

THE PRESBYTERY OF NORTHERN WATERS, (hereinafter referred to as Presbytery) is a governing body of the Presbyterian Church (U.S.A.), hereinafter referred to as the PC (U.S.A.). Within that denominational structure and its geographical boundaries, it is the seat of original authority. As that Presbytery, we find our origin, sustenance, and purpose in the one church of Jesus Christ, truly catholic, truly apostolic, truly reformed, and truly evangelical. We shall be governed in our proceedings by the Book of Order of the Presbyterian Church (U.S.A.).

Presbytery consists of all member churches and all member ministers. We express our purpose in relation to these two, seeking to be pastor to both. Our purpose is reflected in the Presbytery Mission Statement, which is reviewed periodically.

To achieve our Mission Statement, we structure and order our life as a Presbytery, recognizing that structure and order are derivative and instrumental in nature, whereas the mission of the church is primary. Since structure and order are provisional, they may be modified or abandoned by orderly process when they no longer serve the Presbytery's mission.

II BOUNDS OF PRESBYTERY

The bounds of Presbytery shall consist of:

A. In Michigan:

Gogebic County.

B. In Minnesota:

Aitkin, Beltrami, Carlton, Cass, Clearwater, Cook, Hubbard, Itasca, Kanabec, Koochiching, Lake, Lake of the Woods, Mille Lacs, Pine (with the exception of the Townships Chengwatana, Pine City, Rock Creek, Pokegama, and Royalton) St. Louis, and Wadena counties.

C. In Wisconsin:

Ashland, Barron, Bayfield, Burnett, Chippewa, Clark (with the exception of the Village of Abbottsford) Douglas, Dunn, Eau Claire, Iron, Pepin, Price, Rusk, Sawyer, Taylor, Vilas, and Washburn counties.

III MEMBERSHIP AND PARTICIPANTS IN PRESBYTERY

A. Membership:

Membership at a meeting of the presbytery shall consist of all teaching elders of Presbytery and ruling elders elected by sessions as commissioners to Presbytery. Ruling elder commissioners shall normally be elected for a term of at least one-year.

Ruling elder commissioners elected by a session from a particular congregation are members when they present themselves at the meeting and are enrolled by the presbytery for that meeting. Their membership terminates upon adjournment of that meeting.

Ruling elders duly elected as officers of the presbytery, chairpersons of standing committees or commissions shall be ex-officio members of Presbytery, with vote. Annually, the Stated Clerk shall report on equalization of the number of voting teaching elders and ruling elders.

B. Commissioned Ruling Elders:

Ruling Elders, when commissioned to limited pastoral service, shall, during the time of their commission, have privilege of the floor with vote.

C. Other Participants:

Certified Christian Educators, during their term of service in an educational ministry under the jurisdiction of the presbytery, are entitled to the privilege of the floor with voice only at all presbytery meetings, and in the case of Certified Christian Educators who are ruling elders, the privilege of voice and vote at all its meetings. Members of committees and commissions shall have the privilege of the floor at Presbytery meetings in matters pertaining to the work of the group of which they are members, without vote.

Inquirers and candidates for church vocations shall have the privilege of the floor at Presbytery meetings on matters pertaining to their work, without vote.

IV MEETINGS OF PRESBYTERY

The Presbytery of Northern Waters shall have two to four Stated meetings yearly with the latest meeting of the year being the Annual Meeting. The purpose of the meetings shall be worship, education, fellowship, and business.

With a two-thirds vote of Presbytery, Presbytery stated meetings may be adjourned to a specified time, day, and place (Adjourned Meeting).

The moderator shall call a special meeting at the request, or with the concurrence, of at least two teaching elders and two ruling elders, the ruling elders being of different churches. Should the moderator be unable to act, the Stated Clerk shall under the same conditions, issue the call.

A quorum of the presbytery shall be any three teaching elder members and the ruling elder members present, provided that at least three churches are represented by ruling elders.

V. ATTENDANCE AT PRESBYTERY MEETINGS

A. Teaching Elder Members:

It shall be the duty of every teaching elder member of Presbytery to be present throughout all stated meetings unless excused by Presbytery. Honorably retired teaching elder members shall be required to attend only when serving a church by appointment of Presbytery or when serving as a member of a Presbytery Committee. Each teaching elder member is expected to present to the Roll Clerk her/his reason for absence before or within two weeks after any stated meeting.

B. Ruling Elder Commissioners:

Each session in Presbytery shall be represented at all meetings of the Presbytery by a ruling elder commissioner or commissioners as specified in the Book of Order.

C. Reimbursement for Meetings:

Presbytery shall pay specified mileage and expenses for Presbytery committees, Presbytery Council, and commission meetings. Authorized expenses connected with the official business of the above shall be paid as specified and/or within budget limitations. The mileage rate and expense allowances are to be adopted at the time of adoption of the annual budget. A policy shall be developed/maintained concerning reimbursements.

VI OFFICERS OF PRESBYTERY

All elected officers shall be members of Presbytery or constituent churches or submit to the oversight of the Presbytery with respect to the performance of their duties. All officers shall be familiar with the Book of Order, Presbyterian Church (U.S.A.), and function according to it, and these Bylaws, particularly in reference to her/his particular duty. All officers shall function in accord with position descriptions which shall be developed/maintained in policy by Presbytery and reviewed annually by the Personnel Committee of the Presbytery Council. No person shall serve in more than one of the following positions at the same time, except by a two-thirds vote of Presbytery at a stated meeting.

A. **Moderator:**

The Moderator shall be elected at the Annual Meeting for a one-year term and shall not succeed her/himself. S/he shall perform all the duties as prescribed in the Book of Order, and these Bylaws.

B. **Vice Moderator:**

The Vice Moderator shall be elected at the Annual Meeting for a one-year term and shall function in the absence or inability, or at the discretion of the Moderator.

C. **Stated Clerk:**

The Stated Clerk shall be elected at the Annual Meeting for a term of three years and shall be eligible for re-election. S/he shall function in accordance with the Book of Order, these Bylaws, and a Presbytery-approved position description. Salary shall be as stated in the annual budget. The Stated Clerk shall be an ex officio member, without vote, of Presbytery Council.

D. **Treasurer:**

The Treasurer shall be elected at the Annual Meeting for a term of three years and shall be eligible for re-election. The Treasurer shall function in accord with the Book of Order, these Bylaws, and Presbytery-approved position description. S/he shall receive Presbytery monies, record all financial matters, pay all obligations, and be accountable to Presbytery through the Finance and Budget Committee. The Treasurer shall serve as Treasurer of the corporation and shall be bonded. Salary shall be as stated in the annual budget.

VII PRESBYTERY STAFF

All staff shall be familiar with the Book of Order, Presbyterian Church (U.S.A.), and function according to it, and these Bylaws, particularly in reference to her/his particular duty. All staff shall function in accord with position descriptions which shall be developed/maintained in policy by Presbytery and reviewed annually by the Personnel Committee of the Presbytery Council.

A. Presbytery Administrative/Program Staff

Staff positions may be established by Presbytery as needs are identified and resources made available. Persons in such positions shall function in accord with the Book of Order, these Bylaws, and Presbytery-approved position description. Responsibilities and terms of office shall be as stated in each position description. Salary shall be in the annual budget.

B. Assistant Stated Clerk:

The Assistant Stated Clerk may be elected at an Annual Meeting for a term of three years and shall be eligible for re-election. S/he shall serve as Stated Clerk when the Stated Clerk is unable to do so or when her/his assistance is requested by the Stated Clerk.

C. Roll Clerk:

The Roll Clerk shall be appointed by the Stated Clerk to serve at Presbytery meetings to assist the Stated Clerk in taking roll and excuses. S/he shall also collect vouchers for Presbytery meetings for the Finance and Budget Committee. Excuses shall be forwarded by her/him not later than three weeks after each Presbytery meeting to the Stated Clerk with approval or disapproval noted as per policy developed/maintained by Presbytery.

D. Minutes Clerk:

The Minutes Clerk shall be appointed by the Stated Clerk to provide minutes of each Presbytery meeting to the Stated Clerk within two weeks of that meeting. The Minutes Clerk need not be a member of Presbytery or of a constituent church.

VIII ORGANIZATION AND STRUCTURE

A. Corporation:

Presbytery shall be incorporated under the laws of the State of Minnesota as The Presbytery of Northern Waters, Presbyterian Church (U.S.A.), successor to the presbyteries of Chippewa and Duluth, as a Not-for-Profit Religious Corporation. The Trustees of said Corporation shall receive, hold, and transfer property and facilitate management of corporate affairs as directed by Presbytery. Presbytery shall have final control over the Trustees. The power of the Corporation shall be defined by the Statutes of the State of Minnesota. "The Articles of Incorporation" shall be available upon request from the Stated Clerk. The said Corporation shall act by and through the Trustees of said Corporation, when and as authorized by the Presbytery.

1. The Corporation shall have a registered agent and a legal address in each of the States of Michigan, Minnesota, and Wisconsin and shall function in the States of Michigan and Wisconsin as a foreign corporation.

2. The Trustees of Presbytery shall assume the responsibility and authority for the orderly and efficient functioning of Presbytery as a "not-for-profit" corporation and handle all items of legal and constitutional concern. It shall facilitate the management of the corporate affairs of Presbytery as directed by Presbytery. The Trustees shall:

a. Take and hold all property, real or personal, which may be acquired by or devised, bequeathed, transferred, or conveyed to Presbytery for the use and benefit of Presbytery. They shall keep an accurate record of all such property, updating it annually. One copy shall be kept at the Presbytery office at all times.

b. With the approval of Presbytery, manage and dispose of such property, subject to such restrictions as might be imposed by terms of any will, deed, or other instrument by which such property was acquired.

c. Report annually to Presbytery on the assets and liabilities of Presbytery.

d. The Moderator of Presbytery shall serve as President, the Stated Clerk shall serve as Secretary, and the Treasurer shall serve as Treasurer of the corporation.

Membership of the Trustees shall consist of the Moderator of Presbytery, the Vice Moderator, the Chair of **Presbytery Council**, the Stated Clerk, the Treasurer, and the General Presbyter. Their terms as Trustees shall be coextensive with their terms of office in The Presbytery of Northern Waters.

B. Ecclesiastical Organizational Outline:

The organizational structure shall be composed of the ~~council~~, committees and commissions specified in these Bylaws.

C. Membership of Committees:

Presbytery shall elect the members of each committee and commission, designating one member as chairperson, or two members as co-chairs, for a one-year term. Each chairperson shall be eligible for re-election. S/he shall prepare dockets, convene meetings, preside, conduct business with due decorum and utmost speed, show concerns for inter-personal relationships, coordinate committee activities, and submit all reports to Presbytery in writing. S/he shall report annually to the Nominating Committee concerning performance of committee members.

Any committee or commission may co-opt additional members. Such co-opted members shall be limited to one year and may be co-opted again. All co-opted members shall have the privilege of the floor in committee meetings, with vote. So far as it is possible, in consideration of the qualifications and availability of those eligible, each Presbytery-elected committee's membership shall consist of at least 50 per cent lay persons (except as otherwise stated in these Bylaws or the Book of Order).

Membership of committees shall be divided into three classes; the division of teaching elders and lay persons shall be maintained so that at least one-third of each year class, if possible, shall be teaching elders (except as otherwise noted in these Bylaws or the Book of Order).

Committee or commission members shall be elected for three-year terms with no person eligible for consecutive terms aggregating more than six years (except as otherwise stated in the Bylaws or the Book of Order). A member having served a total of six years shall then be ineligible for re-election to that committee for a period of at least one year. Persons from Presbytery, who are elected to Synod committees, shall serve as ex-officio members of corresponding Presbytery committees.

D. Elections and Resignations:

1. All chairs, officers and committee and commission members, shall ordinarily be elected at the Annual Meeting of Presbytery. The Moderator and the Vice Moderator shall assume office upon installation. The Stated Clerk and Treasurer shall assume office on January 1. All chairs and committee and commission members shall take office at the end of the Annual Meeting.
2. The resignation of a member of a committee or commission shall be addressed to the Stated Clerk, who shall forward it to the proper person(s) for appropriate action.

E. Manual of Operations:

The Manual of Operations contains rules, procedures, and policies to enable and guide Presbytery, committees and commissions, and other Presbytery-authorized entities in carrying out the mission of Presbytery. The contents of the Manual of Operations become effective when adopted by Presbytery. Changes to the Manual of Operations may be made at any Presbytery meeting after review by the Overtures and Bylaws Committee. The Stated Clerk shall maintain the Manual of Operations.

IX COMMITTEES and COMMISSIONS OF PRESBYTERY

All committee and commission chairs shall be members of Presbytery or constituent churches and submit to the oversight of the Presbytery with respect to the performance of their duties. All chairs shall be familiar with the Book of Order, Presbyterian Church (U.S.A.), and function according to it, and these Bylaws, particularly in reference to her/his particular committee or commission.

A. Committee on Representation (COR):

There shall be a COR whose purpose shall be to advise the Presbytery with respect to its membership and to that of its council, committees, and other units in implementing the principles of participation and inclusiveness to ensure fair and effective representation in the decision-making of the Presbytery.

Membership of the COR shall be concurrent with the membership of the Presbytery Nominating Committee.

B. Permanent Judicial Commission (PJC)

There shall be a PJC whose purpose and responsibilities are mandated in the Book of Order. It shall be guided/mandated by other sections of the Book of Order which relate to its task, especially the Rules of Discipline.

If allegations are received by the Stated Clerk of the Presbytery, the process for appointing an Investigating Committee will be as follows:

1. Any 3 (three) of the following persons, working in consultation with each other, shall be authorized to appoint an Investigating Committee: the Stated Clerk, the Chair(s) of COM, the Moderator of Presbytery and the Vice-Moderator of Presbytery.

2. The Stated Clerk shall keep a list of teaching elders and members of congregations who might be asked to serve on an Investigating Committee. These shall be people who are knowledgeable and experienced in areas which might be pertinent to allegations which might arise (finance, pastoral care, etc.).

Membership of the PJC shall consist of Nine (9) members.

C. Other Committees and Commissions

The Presbytery may designate such committees and commissions it deems necessary to accomplish the mission of the presbytery. The membership and responsibilities of such committees and commissions are described in the Manual of Operations.

XIV AMENDMENT AND SUSPENSION OF THESE BYLAWS

Amendment of these Bylaws may be made at any stated meeting by two-thirds vote of Presbytery, provided the amendment has been presented in writing, read at the previous stated meeting, referred to the Overtures and Bylaws Committee for a study of constitutionality and any effect on the remaining Bylaws, and referred to the Finance and Budget Committee to determine any effect on the budget and/or financial status of Presbytery. Both of these committees shall report back to Presbytery before final action is taken on the amendment.

Substantive changes to the proposed amendment shall not be made at the meeting which adopts the amendment.

Temporary suspension of Bylaws may be made at any stated meeting by a two-thirds vote for a particular issue at that meeting only, as provided in the Book of Order.

Temporary suspension of the Bylaws may be made for a period longer than a single meeting, provided that a resolution containing the specific Bylaws to be suspended, and the period of time of the suspension, has been presented in writing at least ten (10) days before the stated meeting and is passed by a two-thirds vote of that stated meeting of Presbytery.

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